

# Integrated Governance

## PDS Limited

### General information about company

Scrip code	538730
NSE Symbol	PDSL
MSEI Symbol	NOTLISTED
ISIN	INE111Q01021
Date of start of financial year	01-04-2025
Date of end of financial year	31-03-2026
Reporting Quarter Type	Quarterly
Date of Quarter Ending	31-12-2025
Type of company	Equity
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	true
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	false No penalty imposed during quarter ended December 31, 2025.
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	false During the quarter ended December 31, 2025, there are no ongoing litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the SEBI Master Circular dated 11 November 2024.
Risk management committee	true
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities
Is SCORE ID Available ?	true
SCORE Registration ID	p00798
Reason For No SCORE ID	
Type of Submission	Original
Remarks (website dissemination)	www.pdsltd.com

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																								
Whether the listed entity has a Regular Chairperson						true																		
Whether Chairperson is related to MD or CEO						false Disqualification of Directors under section 164 of the Companies Act, 2013																		
Sr no.	Title(Mr/Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(in months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Deepak Kumar Seth	00003021	Non-Executive - Non Independent Director	Chairperson related to Promoter		false				Active	Yes	30-04-2025	06-04-2011				2	0	2	0			
2	Mr	Pallak Seth	00003040	Executive Director	Not Applicable		false				Active	NA		06-04-2011	02-11-2022			1	0	0	0			
3	Mr	Parth Gandhi	01658253	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		27-05-2021				1	0	1	1			
4	Mr	Robert Sinclair	09390821	Non-Executive - Independent Director	Not Applicable		false				Active	NA		09-11-2021	09-11-2021		49.22	1	1	1	0		Textual Information(1)	
5	Ms	Yael Gairola	08434509	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		08-12-2021	26-07-2023			1	0	0	0		Textual Information(2)	
6	Mr	Nishant Parikh	07349640	Non-Executive - Independent Director	Not Applicable		false				Active	NA		08-12-2021	08-12-2021		48.33	1	1	1	1			
7	Mr	BG Srinivas	00517585	Non-Executive - Independent Director	Not Applicable		false				Active	NA		28-03-2023	28-03-2023		33.33	1	1	1	0		Textual Information(3)	
8	Ms	Sandra Campos	10390929	Non-Executive - Independent Director	Not Applicable		false				Active	NA		28-11-2023	24-07-2025		25.03	1	1	0	0		Textual Information(4)	

### Text Block

Textual Information(1)	The director is a foreign national and does not hold a PAN.
Textual Information(2)	The director is a foreign national and does not hold a PAN.
Textual Information(3)	The director is a foreign citizen and does not hold PAN.
Textual Information(4)	The director is a foreign national and does not hold a PAN.

## Annexure I

### II. Composition of Committees

Disclosure of notes on composition of committees explanatory	
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### Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07349640	Nishant Parikh	Non-Executive - Independent Director	Chairperson	13-09-2023		
2	00003021	Deepak Kumar Seth	Non-Executive - Non Independent Director	Member	26-05-2014		
3	00517585	BG Srinivas	Non-Executive - Independent Director	Member	29-10-2024		

### Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09390821	Robert Sinclair	Non-Executive - Independent Director	Chairperson	08-12-2021		
2	07349640	Nishant Parikh	Non-Executive - Independent Director	Member	26-07-2023		
3	00003021	Deepak Kumar Seth	Non-Executive - Non Independent Director	Member	02-11-2022		

### Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01658253	Parth Gandhi	Non-Executive - Non Independent Director	Chairperson	08-12-2021		
2	09390821	Robert Sinclair	Non-Executive - Independent Director	Member	08-12-2021		
3	00003021	Deepak Kumar Seth	Non-Executive - Non Independent Director	Member	26-05-2014		

## Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07349640	Nishant Parikh	Non-Executive - Independent Director	Chairperson	08-12-2021		
2	01658253	Parth Gandhi	Non-Executive - Non Independent Director	Member	08-12-2021		
3	00003021	Deepak Kumar Seth	Non-Executive - Non Independent Director	Member	27-05-2021		
4	00003040	Pallak Seth	Executive Director	Member	27-05-2021		
5	99999999	Sanjay Jain	Group Chief Executive Officer	Member	27-05-2021		Textual Information(1)
6	99999999	Rahul Ahuja	Group Chief Financial Officer	Member	24-01-2023		Textual Information(2)
7	99999999	Suresh Punjabi	Head of Internal Audit	Member	27-05-2021		Textual Information(3)

**Text Block**

Textual Information(1)	As the Member is not a Director in the Company, DIN is not mentioned.
Textual Information(2)	As the Member is not a Director in the Company, DIN is not mentioned.
Textual Information(3)	As the Member is not a Director in the Company, DIN is not mentioned.

### Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	10390929	Sandra Campos	Non-Executive - Independent Director	Chairperson	29-10-2024		
2	00003040	Pallak Seth	Executive Director	Member	27-05-2021		
3	01658253	Parth Gandhi	Non-Executive - Non Independent Director	Member	27-05-2021		

### Other Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					true	
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
No records available						

## Annexure I

### III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	31-07-2025			true	8	7	4
2	27-10-2025	87		true	8	8	4

## Annexure I

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	31-07-2025				true	3	2	2	0
2	Audit Committee	27-10-2025	87			true	3	3	2	0
3	Nomination and remuneration committee	31-07-2025				true	3	2	2	0
4	Nomination and remuneration committee	27-10-2025	87			true	3	3	2	0
5	Stakeholders Relationship Committee	31-07-2025				true	3	2	1	0
6	Stakeholders Relationship Committee	27-10-2025	87			true	3	3	1	0
7	Risk Management Committee	23-07-2025				true	7	7	1	0

## Annexure I

### V. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

## Annexure I

Sr	Subject	Compliance status
1	Name of signatory	Abhishekh Kanoi
2	Designation	Company Secretary and Compliance Officer

### Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		false
Other details of cyber security incidence or breaches or loss of data event		
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event
No records available		

### Signatory Details

Name of signatory	Abhishekh Kanoi
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	07-01-2026

### Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

**Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:**

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					
Sr.No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
1	Design COE USA Inc, a step-down subsidiary of the Company incorporated in the USA.	17-10-2025	0.00%	100.00%	100.00%
2	Simple Approach-UK Limited, a step down subsidiary of the Company incorporated in the United Kingdom	31-10-2025	0.00%	100.00%	100.00%

**Disclosure of Imposition of Fine or Penalty** The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
No records available					

**Disclosure of Updates to Ongoing Tax Litigations or Disputes** The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
No records available				